

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

**WINSTAR HOLDINGS LLC and  
IDT CORP.,**

*Plaintiffs,*

**- against -**

**THE BLACKSTONE GROUP L.P.;  
IMPALA PARTNERS, LLC; and  
CITICORP,**

*Defendants.*

**Case No.: 07 CV 4634 (GEL)(AJP)  
ECF Case**

**DECLARATION OF VICKIE REZNIK**

Vickie Reznik, pursuant to 28 U.S.C. § 1746, declares under penalty of perjury that the following is true and correct:

1. I am a partner of the law firm Kirkland & Ellis LLP, attorneys for Defendant The Blackstone Group LP (“Blackstone”). I am fully familiar with all of the matters set forth in this declaration either from personal knowledge or from my review of the file in this matter. I submit this declaration in further support of the Joint Motion By All Defendants to Transfer Venue to the United States District Court for the District of Delaware.

2. Defendants agree to make themselves available in Delaware and to submit to the jurisdiction of the Delaware Bankruptcy Court.

3. Moreover, as reflected in public filings, Plaintiff IDT has availed itself of the Delaware forum in numerous ways, which supports a finding that the Delaware forum is not “inconvenient.” IDT is a Delaware corporation, whose corporate governance and related stock plans -- among other things -- are governed by Delaware law. (*See e.g.*, IDT Corp. DEF 14A, for the period ending December 14, 2006, at 1, 31, A1, B2, B15 (excerpts attached hereto as Exhibit G).) In addition, IDT does business in Delaware by offering its U.S. bundled, flat-rate local and long distance phone service plans to Delaware customers. (*See* IDT Corp. 10K, for fiscal year ended July 31, 2006, at 44 (excerpts attached hereto as Exhibit H).) Likewise, Plaintiff IDT

specifically availed itself of the Delaware forum by participating in the Old Winstar bankruptcy proceedings out of which IDT entered into the Asset Purchase Agreement at issue in this case.

4. As reflected in the transcript of the proceedings before Judge Farnan in the United States Bankruptcy Court in and for the District of Delaware on December 17, 2001 (attached hereto as Exhibit I ), material portions of the negotiations and discussions regarding the Asset Purchase Agreement and Sale Order took place between IDT, Old Winstar, Blackstone and others in Wilmington, Delaware. In particular, Howard Jonas, the Chairman of the Board of IDT, and IDT's counsel appeared in Court before Judge Farnan to outline the details of their proposed Agreement with Old Winstar and represented that "a fair amount of time" had been spent negotiating the agreement in Delaware. (Ex. I (Transript) at 19; *see also id.* at 17-28.) In addition, Old Winstar's counsel represented that additional negotiations were going to continue to take place -- at least in part -- in Delaware and that the parties would return to the Court in Delaware the following day to seek approval of the proposed transaction. (*Id.* at 18-19, 27-28.)

I declare under penalty of perjury that the foregoing is true and correct.

s/ Vickie Reznik

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Dated: New York, New York  
August 2, 2007

Vickie Reznik

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